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EMPIRE CORPORATE KIT

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (804)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (308)641-3894

ACCT#: 072450003285

FAX #: (308)641-3770

NAME: MBS REALTY & ASSOCIATES, INC.  
AUDIT NUMBER.....H96000012500  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0  
CERT. COPIES.....1

PAGES..... 3  
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9960A-4205  
9/14/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 9, 1996

EMPIRE

SUBJECT: MLS REALTY & ASSOCIATES, INC.  
REF: W96000018813

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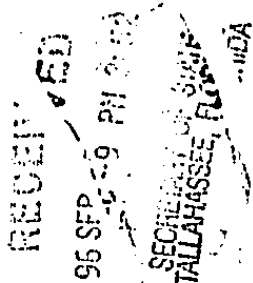
Please fax a complete set of articles, registered agent's acceptance is missing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway  
Document Specialist

FAX Aud. #: W96000012500  
Letter Number: 096A00041885



ARTICLES OF INCORPORATION FILED  
OF  
MLS REALTY & ASSOCIATES, INC. 96 H96000012500

SECRETARY OF STATE

THE UNDERSIGNED subscribers to these Articles of Incorporation, being natural persons competent to contract, enter into these Articles for the formation of a corporation under the Law of the State of Florida.

**ARTICLE I - CORPORATE NAME:**

The name of this Corporation is "MLS Realty & Associates, Inc."

**ARTICLE II - DURATION:**

The Corporation shall have a perpetual existence.

**ARTICLE III - NATURE OF BUSINESS:**

The Corporation is to engage in any activities or businesses permitted under the Laws of the United States and the Laws of Florida, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit, and shall have all the additional powers now and hereafter conferred upon it by Law.

**ARTICLE IV - CAPITAL STOCK:**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of Common Stock having a par value of ONE DOLLAR (\$1.00) per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in other assets transferred to the corporation, at a true valuation as of the time of the exchange for stock. All Common Shares shall be identical in value with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

**ARTICLE V - PROPERTY OF STOCKHOLDERS:**

The private property of the stockholders, officers and directors of the Corporation shall not be subject to the payment of the obligations of the Corporation to any extent.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT:**

The street address of the initial registered office of this Corporation shall be 6447 Miami Lakes Drive, Suite 211, Miami Lakes, Florida 33014, and the initial registered agent for the Corporation at that address shall be Richard S. Otruba, Esq.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS:**

The initial Board of Directors shall consist of ONE (1) member. The number of directors may be increased or decreased at any time by vote of the stock holders. The names and addresses of the directors constituting the initial Board of Directors are:

SHARON DEL VALLE

6447 Miami Lakes Drive, Suite 211  
Miami Lakes, Florida 33014

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**ARTICLE VIII - INCORPORATORS:**

The name and street address of the person(s) signing these Articles of Incorporation as a subscriber is:

**SHARON DEL VALLE**6447 Miami Lakes Drive, Suite 211  
Miami Lakes, Florida 33014**ARTICLE IX - INDEMNIFICATION:**

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE X - AMENDMENT:**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon the shareholders hereunder are granted subject to this reservation.

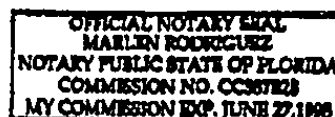
IN WITNESS WHEREOF the undersigned incorporators, being the original subscribers to the foregoing Articles of Incorporation, have hereunto set their hands and seals this 6th day of SEPTEMBER, 1996.

  
SHARON DEL VALLE, INCORPORATOR6447 Miami Lakes Drive, Suite 211  
Miami Lakes, Florida 33014STATE OF FLORIDA     }  
COUNTY OF DADE     )SS:

THE FOREGOING Articles of Incorporation of MLS Realty & Associates, Inc. were acknowledged before me this 6 day of September, 1996, by SHARON DEL VALLE, Incorporator, personally known to me, who after first being duly sworn, executed the foregoing freely and voluntarily for the purpose therein expressed.

  
Marlen Rodriguez  
Notary Public, State of Florida, at Large

(SEAL)



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE MADE**

Pursuant to Florida Statutes, Section 48.091, the following is submitted in compliance with said Act:

FIRST, that MLS REALTY & ASSOCIATES, INC., whose principal office address is 6447 Miami Lakes Drive East, Suite 211, Miami Lakes, Florida 33014, has named RICHARD S. OTRUBA, ESQ., whose address is 6447 Miami Lakes Drive East, Suite 213, Miami Lakes, Florida 33014, as its agent to accept service of process within this state.

SECOND, having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act.

IN WITNESS WHEREOF I the undersigned has hereunto set his hand and seal this ~~6th~~ day of ~~SEPTEMBER~~, 1996.

  
RICHARD S. OTRUBA, Registered Agent for  
MLS REALTY & ASSOCIATES, INC.

6447 Miami Lakes Drive East, Suite 213  
Miami Lakes, Florida 33014

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TALLAHASSEE, FLORIDA

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